

Division of Corporations

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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE**B & F CAPITAL CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	08
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*Merger**08/25/99**DC*

ARTICLES OF MERGER
Merger Sheet

MERGING:

STAPLES & STEVENS CO., a Florida corporation, 128938

INTO

B & F CAPITAL CORP., a Florida corporation, P93000018430

File date: August 24, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 1999

B & F CAPITAL CORP.
3825 W SAN PEDRO ST
TAMPA, FL 33629US

SUBJECT: B & F CAPITAL CORP.
REF: P93000018430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

- ✓ The current name of the entity is as referenced above. Please correct your document accordingly.
- ✓ Please label the PLAN OF MERGER as Exhibit A as stated in the Articles of Merger.

SECTION IV. AMENDMENT TO ARTICLES OF INCORPORATION of the Articles of Merger states that STAPLES & STEVENS CO. shall amend their Articles of Incorporation to add the following. Should this state that B& F CAPITAL CORPORATION is amending their Articles ?????, since this is the name of the Surviving corporation.
yes - overrite. I meant to change!

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000021029
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA
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**ARTICLES OF MERGER OF
STAPLES & STEVENS CO.
INTO
B & F CAPITAL CORP.**

Pursuant to Section 607.1101, Florida Statutes, the undersigned corporations, **STAPLES & STEVENS CO.**, a Florida corporation, and **B & F CAPITAL CORP.**, a Florida corporation, adopt the following Articles of Merger for the purpose of merging Staples & Stevens Co. into B & F Capital Corp..

I. AGREEMENT AND PLAN OF MERGER.

The Plan of Merger setting forth the terms and conditions of the merger is attached hereto as Exhibit A.

II. ADOPTION OF PLAN.

(a) All shares of the issued and outstanding capital stock of Staples & Stevens Co. were voted in favor of the Agreement and the Plan of Merger by unanimous written action of the stockholders of Staples & Stevens Co. dated August 19, 1999, after the recommendation of the Board of Directors by its Written Action dated the same date.

(b) All shares of the issued and outstanding capital stock of B & F Capital Corp. were voted in favor of the Agreement and the Plan of Merger by written action of the stockholders of B & F Capital Corp. dated August 19, 1999, after the recommendation of the Board of Directors by its Written Action dated the same date.

III. EFFECTIVE DATE.

The Plan of Merger shall be effective on the date of filing these Articles of Merger with the Florida Department of State.

IV. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of B & F Capital Corp. shall be amended to add the following Articles to read as follows:

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors

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determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE IX

Bylaws

The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger the day and year first above written.

Attest:

STAPLES & STEVENS CO.

Barbara J. Fisher
Barbara J. Fisher, Secretary

BY: Gaithel Allen Barger
Gaithel Allen Barger, President

Attest:

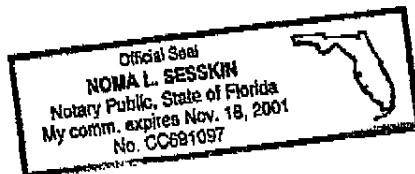
B & F CAPITAL CORP.

Gaithel Allen Barger
Gaithel Allen Barger, Secretary

BY: Barbara J. Fisher
Barbara J. Fisher, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of August, 1999 by Gaithel Allen Barger, as President and Barbara J. Fisher, as Secretary of STAPLES & STEVENS CO., a Florida corporation, on behalf of the corporation.

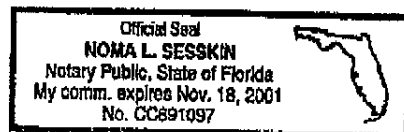


Noma L. Sesskin
Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of August, 1999 by Barbara J. Fisher, as President and Gaithel Allen Barger, as Secretary of B & F CAPITAL CORP., a Florida corporation, on behalf of the corporation.



Noma L. Sesskin
Notary Public

My Commission Expires:

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Exhibit A

**PLAN OF MERGER
OF
STAPLES & STEVENS CO.
WITH AND INTO
B & F CAPITAL CORP.**

**ARTICLE I
NAMES OF MERGING CORPORATIONS**

The merging corporations are Staples & Stevens Co., a Florida corporation ("SSC"), and B & F Capital Corp., a Florida corporation ("B&F"). Said corporations are hereinafter sometimes collectively referred to as the "merging corporations".

**ARTICLE II
THE SURVIVING CORPORATION**

The corporation which shall survive the merger provided for herein (the "Surviving Corporation") shall be B & F Capital Corp.. The name of the Surviving Corporation shall be B & F Capital Corp..

**ARTICLE III
EFFECT OF MERGER**

The merger herein provided for shall be effected in accordance with, and be subject to, the provisions of the applicable statutes of the State of Florida. The effect of the merger shall be that provided herein and in Section 607.1106 of the Florida General Corporation Act.

**ARTICLE IV
EFFECTIVE DATE**

The merger herein provided for shall become effective (the "Effective Date") after the completion of the following actions:

(a) The conditions contained in the Agreement and Plan of Reorganization (the "Agreement") among SSC and B&F dated as of the 19th day of August, 1999, shall have been complied with.

(b) This Plan of Merger shall have been adopted by the votes of the stockholders of SSC and B&F in accordance with the requirements of the laws of the State of Florida.

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(c) The Articles of Merger required by the provisions of Section 607.1105 of the Florida General Corporation Act shall have been executed by each of the merging corporations, and said Articles of Merger, so executed, shall have been delivered to and filed by the Department of State of the State of Florida as provided in Section 607.1105.

ARTICLE V

CHANGES IN ARTICLES OF INCORPORATION

(a) On the Effective Date of the merger, the Articles of Incorporation of the Surviving Corporation shall be automatically amended as a result of the merger to continue the name of the Surviving Corporation as B & F Capital Corp. and to add new Articles IV, VII, IX, and X to read as follows:

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

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ARTICLE IX**Bylaws**

The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

(b) No other changes in the Articles of Incorporation of the Surviving Corporation shall be effected by the merger, and the Articles of Incorporation of B&F, as so amended, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

ARTICLE VI

The terms and conditions of the merger and the manner and basis of converting the shares of each merging corporation into shares of the Surviving Corporation or securities of any other corporation are as follows:

(a) The Bylaws of B&F in effect immediately prior the Effective Date shall continue to be the Bylaws of the Surviving Corporation until altered, amended, or repealed in the manner provided by law, the Articles of Incorporation, or said Bylaws.

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(b) The Board of Directors of the Surviving Corporation upon the Effective Date shall consist of all the persons who were Directors of B&F immediately before the Effective Date. Any vacancy in the Board of Directors, whether existing on the Effective Date or thereafter, shall be filled as provided in the Bylaws of the Surviving Corporation.

(c) The officers of the Surviving Corporation upon the Effective Date shall consist of all the persons who were officers of B&F immediately before the Effective Date. Any vacancy in any office, whether existing on the Effective Date or thereafter, shall be filled as provided in the Bylaws of the Surviving Corporation.

(d) On the Effective Date of the merger:

1. The shares of Common Stock of B&F then outstanding shall not be converted as a result of the merger but shall remain outstanding as shares of common stock of the Surviving Corporation.

2. The shares of Common Stock of SSC which are outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, become and be converted into an aggregate of the same number of shares of Common Stock of B&F as the shares of Common Stock of SSC held by SSC stockholders. Pursuant to the terms of the Agreement, B&F will issue and deliver to SSC such number of shares of Common Stock as shall be necessary to effect such conversion of SSC shares into such Common Stock. Each holder of shares of Common Stock of SSC shall be entitled to received shares of the Common Stock of B&F in proportion to the number of outstanding shares of Common Stock of SSC held by him or her on the Effective Date.

(e) After the Effective Date of the merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of Common Stock of SSC shall surrender the same, duly endorsed and executed as the Surviving Corporation may require, to the Surviving Corporation for cancellation, and such holder shall thereafter be entitled to receive in exchange therefore certificates representing the whole number of shares of Common Stock into which the stock of SSC previously represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each such outstanding certificates representing shares of Common Stock of SSC shall cease to represent such shares and shall instead represent only the right of the holder thereof to receive certificates representing such number of shares of Common Stock to which such holder shall be entitled pursuant to this Plan of Merger. No dividends declared with respect to any shares of Common Stock shall be paid to the holder of any unsurrendered certificate representing shares of Common Stock of SSC who is entitled to receive such Common Stock hereunder until such certificate has been surrendered, at which time the holder shall be paid the amount of dividends, without interest, which theretofore shall have

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become payable with respect to the whole number of shares of Common Stock represented by the certificates issued upon such surrender.

(f) No fractional shares of Common Stock shall be issued to represent any fractional shares interest in the Common Stock, and such fractional share interests shall not entitled the holders thereof to vote, to receive dividends, or to exercise any other right of a stockholder with respect to such fractional interest. Instead, B&F shall pay to each holder of any outstanding certificate surrendered to the Surviving Corporation cash equivalent to \$100 multiplied by such fractional interest.

(g) On the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest in or belonging to or due to each of such corporations, shall be vested in the Surviving Corporation without further act or deed; and the title to real estate, or any interest therein, vested in either of the merging corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of said merging corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective merging corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignments, assurances in law, or other acts or instruments are necessary of desirable to vest, perfect, or confirm in the Surviving Corporation the title to any property or rights of the merging corporation, the merging corporation and their proper officers and Directors shall and will do all such acts and things as may be necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger.

(h) This Plan of Merger may be terminated and the merger abandoned so long as Articles of Merger have not been filed with the Department of State of the State of Florida, either by mutual consent of the Board of Directors of the merging corporations, or the terms and conditions provided in the Agreement. In the event of termination of this Plan of Merger by either of the merging corporations as provided in this Section (h), notice thereof shall forthwith be given to the other merging corporation. In such event, or in the event of termination of this Plan of Merger by mutual consent of the Board of Directors of both merging corporations, both Boards shall direct their officers not to file Articles of Merger with the Department of State, notwithstanding, in the case of SSC, favorable action by its shareholders.

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(i) This Plan of Merger may be amended or modified in whole or in any part (i) at any time prior the vote of the shareholders of SSC hereon, then by the respective Boards of Directors of the merging corporations and (ii) at any time after the vote of the shareholders of SSC hereon, then by the respective Boards of Directors of the merging corporations and such approval by the shareholders of SSC as is required by law.

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